



CellPro, Incorporated
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(206) 485-7644 Fax (206) 485-4787

Certified Mail
Return Receipt Requested

March 25, 1994

Mr. John A. Osth, President
Baxter Healthcare Corporation
3015 South Daimier Street
Santa Ana, CA 92705

Re: Civin License

Dear Mr. Osth:

We are in the course of considering whether to accept the offer of license contained in your letter dated July 22, 1992. As we understand the offer, we would receive a license under USP 4,714,680, 4,965,204, 5,035,994, and 5,130,144 and any continuations, etc. of these, in return for a lump sum payment of \$750,000 and the payment of 16% royalty on antibody sales. Were we to accept this license, our intention would be to price and sell antibody separately from the CEPRATE® SC System itself, and we assume that neither we nor antibody purchasers for use with our system in stem cell selection and transplantation would require any further license under the patents.

Will you please confirm that our understanding of the terms and import of your license offer is correct, confirm that the \$750,000 lump sum payment term in your letter remains available (or say in the alternative what lump sum payment you now propose), and provide assurances that the sales of our CEPRATE® LC research products, if royalty thereon is paid to Baxter, will in no circumstances require any further license from Becton Dickinson?

Sincerely,

Richard D. Murdock
President and Chief Executive Officer

RDM:mf

CC: Nagesh S. Mhatre, Becton Dickinson
Howard Califano, Johns Hopkins

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